

# Exhibit B



430 Ansin Blvd., Suite G, Hallandale, FL 33009  
Phone (954) 455-0110 Fax (954) 455-9008

**SIMPLEX MEDICAL SYSTEMS, INC.  
SHAREHOLDERS MEETING  
SEPTEMBER 25, 1996**

**AGENDA**

- Welcome . . . . . Jack Trafton, PhD  
President
- Financial Update . . . . . Joel Marcus, CPA
- Marketing Update . . . . . Henry Schur  
VP, Marketing
- Technical Update . . . . . Nick Levandoski, PhD  
VP, R & D
- Becoming a Publicly-Traded Company . . . . . Roger Taft  
Joel Marcus, CPA
- Introduction of Prospective Board Members . . . . . Nick Levandoski, PhD  
Sheldon Nassberg, MD  
Henry Schur  
Jack Trafton, PhD
- Discussion of Issues Before Shareholders . . . . . Jack Trafton, PhD
- Balloting
- Election Results
- Adjournment

**Exclusive Manufacturer of SIMPLEX™ Brand Diagnostics For Non-Invasive Testing**

# Exhibit C

**REUBEN HERTZ, D.D.S.**

**2717 E. Oakland Park Blvd.  
Ft. Lauderdale, FL 33306**

**(305) 566-6200**

November 5, 1996

John H. Oltman, Esq.  
LAW OFFICES OF OLTMAN AND FLYNN  
915 Middle River Drive  
Fort Lauderdale, FL 33304-3585

RE: Patent Application Number : 08/517,379  
Your File Number : 10566

Dear Mr. Oltman:

Regarding our conversation on November 4, 1996, this is to notify you that I wish to be advised of any and all matters related to my pending patent. No action is to be taken without both my verbal and written consent.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Reuben Hertz, D.D.S.

RH:sc

cc KIS Technologies, Inc.  
Stephen F. Goldenberg, Esquire

LAW OFFICES OF  
**OLTMAN, FLYNN & KUBLER**  
REGISTERED PATENT ATTORNEYS

JOHN H. OLTMAN  
FRANK L. KUBLER  
WILLIAM J. FLYNN - INACTIVE MEMBER FLORIDA BAR

ADAM A. JORGENSEN - CONSULTANT  
REG. PATENT AGENT AND NOT  
MEMBER OF FLORIDA BAR

OF COUNSEL:  
BRIAN S. STEINBERGER

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December 6, 1996

John E. Trafton, Ph.D.  
Mr. Henry B. Schur  
Simplex Medical Systems, Inc.  
430 Ansin Boulevard, Suite G  
Hallandale, FL 33009

RE: Dr. Reuben Hertz and  
Simplex Medical Systems, Inc.  
Our File: #11034-CIP

Dear Jack and Henry:

Dr. Hertz is upset that the continuation-in-part application was filed and he no longer wants me to represent you. He believes he is the inventor and there is now a conflict of interest.

I have to agree and, therefore, Frank Kubler and I hereby withdraw as attorneys for Simplex Medical Systems, Inc., Analyte Diagnostics, Inc., and you individually. I will send copies of your files to your new attorney when you let me know who he is.

I am very sorry about having to withdraw, and I bear no ill will.

Very truly yours,

OLTMAN FLYNN & KUBLER

  
John H. Oltman

JHO/nm

cc: Dr. Reuben Hertz

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December 10, 1996

Reuben Hertz, D.D.S.  
2717 E. Oakland Park Boulevard  
Fort Lauderdale, FL 33306

RE: A DISPOSABLE DEVICE UTILIZING GAS  
FOR THE DELIVERY OF PARTICULATE  
MATERIAL  
Our File: #11034-CIP

Dear Dr. Hertz:

You asked me to send you a letter concerning your original patent application and its effect on the CIP patent application filed recently in your name and also the names of Dr. John Trafton and Henry Schur. These comments do not take into account your agreement with Simplex, which I do not have.

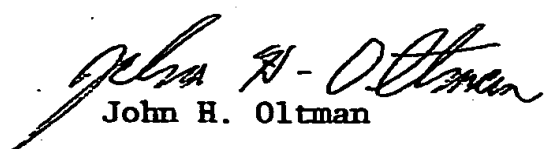
The original application is still intact and remains solely in your name. It has not been changed and, in fact, we recently received the first Office Action in this patent application and you are reviewing it now.

This original application covers the invention broadly. If we are able to get broad claims allowed in this original application, it will dominate the narrower invention of the CIP application. If such dominating claims are allowed in the original application, a device produced in accordance with the CIP application would infringe the original patent.

Also, since you are a joint inventor on the CIP application, you are entitled to use that subject matter without accounting to the other inventors. The other inventors would not be able to use it if dominating claims are allowed in the original patent because they would be infringing the original patent.

Sincerely yours,

OLTMAN FLYNN & KUBLER

  
John H. Oltman

JHO/mm

*Law Offices of*  
*Goldenberg & Goldenberg, P.A.*

ATTORNEYS AND COUNSELLORS AT LAW

RENEE GOLDENBERG  
BOARD CERTIFIED MARITAL & FAMILY LAWYER

STEPHEN F. GOLDENBERG  
BOARD CERTIFIED TAX LAWYER  
MEMBER OF NEW YORK BAR

SHARON LYN CREWSS  
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FILE NO. 5141.01

December 19, 1996.

VIA FACSIMILE TRANSMISSION & U.S. MAIL

Mr. Jack E. Trafton, President  
Simplex Medical Systems, Inc.  
430 Ansin Boulevard  
Suite G  
Hallandale, FL 33009

Re: Simplex/KIS Joint Development and Marketing Agreement

Dear Mr. Trafton:

Our client has had the opportunity to consider your letter dated December 3, 1996 with the counter proposal to our letter to you dated November 26, 1996. Unfortunately, it appears that our positions are too far apart to warrant further negotiations. Therefore, the Agreement between KIS Technologies, Inc. and Simplex Medical Systems, Inc. dated December 20, 1995 will terminate in accordance with its terms and provisions on December 20, 1996.

It is expected that both our client and you will strictly adhere to the terms and provisions of the Agreement with regard to proprietary and confidential information which was disclosed to the other party solely as a result of the relationship under the expiring Joint Development and Marketing Agreement dated December 20, 1995. Any breach or anticipated breach of the proprietary information and confidentiality provisions of the Agreement will be strictly enforced. Similarly, any attempt to infringe upon Dr. Hertz' patent will also not be tolerated.

*Law Offices of  
Goldenberg & Goldenberg, P.A.*

Simplex Medical Systems, Inc.

December 19, 1996

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With regard to the action that Simplex filed against KIS Technologies, Inc., our client has authorized us to advise you that its introduction to Johnson & Johnson was through your company, that it has not in any way contacted Johnson & Johnson and will not do so in the future.

We are sorry that the respective parties were unable to successfully negotiate a new agreement and hope that future enforcement action by either party will not be necessary.

Sincerely yours,



STEPHEN F. GOLDENBERG  
For the Firm

SFG/arg

cc: Reuben Hertz, D.D.S. ✓  
Barry B. Groman  
Len Maniscalco